

# **MINDAX LIMITED**

**ACN 106 866 442**

## **PROSPECTUS**

For a renounceable offer of 2 New Shares for every 5 Shares held by way of a pro-rata renounceable Entitlements Issue at an application price of 10 cents per New Share with 1 free attaching New Option for every 2 New Shares subscribed for to raise approximately \$2.41 million

### **UNDERWRITER AND LEAD MANAGER TO THE ISSUE**

**PATERSONS SECURITIES LIMITED**

*Investment in the New Shares and attaching New Options offered by this Prospectus should be considered speculative*

# IMPORTANT NOTICE

## Prospectus

This Prospectus is dated 31 October 2007. A copy of this Prospectus has been lodged with ASIC on that date. ASIC takes no responsibility for the contents of this Prospectus.

No New Shares or New Options will be issued or allotted on the basis of this Prospectus later than 13 months after the date of this Prospectus.

Mindax Limited ("**Mindax**" or "**the Company**") will apply to ASX on the date of this Prospectus for quotation of the New Shares and New Options offered by this Prospectus. ASX takes no responsibility for the contents of this Prospectus. The fact that ASX may quote the New Shares and New Options is not to be taken in any way as an indication of the merits of the Company.

In making representations in this Prospectus, regard has been made to the fact that the Company is a disclosing entity for the purposes of the *Corporations Act* and certain matters may reasonably be expected to be known to investors and professional advisers whom potential investors may consult. Further information is provided in Section 5.11 of this Prospectus.

## Disclaimer

The information contained in this Prospectus is not investment advice. Before deciding to invest in the Company, you should read and understand the entire Prospectus and, in particular, in considering the Company's prospects, you should consider the risk factors that could affect the Company's performance. You should carefully consider these factors in light of your personal circumstances (including financial and taxation issues) and seek advice from your professional adviser before deciding to invest. Investing in the Company involves risks. See 'Risk Factors' in Section 4.0 of this Prospectus for a discussion of certain risk factors that you should consider before deciding to invest in the Company.

Any references to past performance of the Company is no guarantee of future performance.

## No Representations other than this Prospectus

No person is authorised to give any information or to make any representation in connection with the Offer that is not contained in this Prospectus or has not been released to ASX with the authorisation of the Company.

The Entitlement and Acceptance Form accompanying this Prospectus is important. Please refer to the instructions in Section 1.7 of this Prospectus regarding dealing with your Entitlement. Applications can only be submitted on a valid Entitlement and Acceptance Form that is only available with this Prospectus.

## No cooling off rights apply to this Offer

Cooling-off rights do not apply to an investment pursuant to this Offer. This means that, in most circumstances, you cannot withdraw your Entitlement and Acceptance Form once it has been lodged.

## Offer Restrictions on Distribution

This Prospectus does not constitute an offer or invitation in any place in which, or to any person to whom, it would not be lawful to make such an offer or invitation. No action has been taken to lodge this Prospectus in any jurisdiction outside of Australia or to otherwise permit a public offering of New Shares and New Options in any jurisdiction outside Australia. This Prospectus is not to be distributed in, and no offer of New Shares and New Options is to be made in, countries other than Australia and New Zealand. The New Shares and New Options have not been or will not be registered under the US Securities Act of 1933 and may only be offered, sold or resold in, or to persons in, the United States in accordance with an available exemption from registration.

It is the responsibility of any Applicant to ensure compliance with any laws of a country relevant to their Application. Return of a duly completed Entitlement and Acceptance Form will be taken by the Company as a representation that there has been no breach of such laws, that the Applicant is an Eligible Shareholder and that the Applicant is physically present in Australia or New Zealand. Shareholders outside Australia or New Zealand ("**Excluded Foreign Shareholders**") should refer to Section 1.12 of this Prospectus for details of how their Entitlement will be dealt with.

## Prospectus availability

The ASIC has exempted compliance with certain provisions of the *Corporations Act* to allow distribution of an electronic prospectus and electronic application form on the basis of a paper prospectus lodged with the ASIC, and the publication of notices referring to an electronic prospectus or electronic application form, subject to compliance with certain conditions.

This Prospectus is available in electronic form at [www.mindax.com.au](http://www.mindax.com.au) only for persons within Australia. Persons who access the electronic form of this Prospectus must ensure that they download and read the entire Prospectus. A printed copy of this Prospectus is available free of charge by calling the Company.

## Definitions and glossary, financial amounts and time

Definitions of certain terms used in this Prospectus are contained in Section 7. Unless otherwise indicated all references to currency are to Australian dollars and all references to time (such as "WST") are to Perth, Western Australian time.

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## IMPORTANT DATES

Event	Date
Shares trade "ex-rights" on ASX	5 November 2007
Record Date to determine Entitlements under the Entitlements Issue	12 November 2007
Prospectus and Entitlement and Acceptance Form despatched to Eligible Shareholders	16 November 2007
Trading of rights closes	23 November 2007
Securities quoted on a deferred settlement basis	23 November 2007
<b>Closing Date for acceptances</b>	30 November 2007
Expected allotment of New Shares and attaching New Options and despatch of shareholder statements	10 December 2007
Trading of New Shares and attaching New Options expected to commence	11 December 2007

The above dates are indicative only and subject to change. The Directors reserve the right to vary these dates, including the Closing Date without prior notice. The Directors also reserve the right not to proceed with the whole or part of the Offer any time prior to allotment. In that event, the relevant Application Money will be returned without interest.

### What you need to do to apply for New Shares

#### Read

Read this Prospectus in full paying careful attention to the benefits and risks associated with acceptance of this Offer.

#### Consider and Consult

After reading the Prospectus, consider whether the investment is suitable for you in light of your particular financial position and investment objectives. If necessary please consult with your financial or investment adviser before making an investment decision.

#### Complete Entitlement and Acceptance Form

If you have decided to take up your Entitlement in full or in part, complete the Entitlement and Acceptance Form accompanying this Prospectus and lodge the form together with your application money by **5pm (WST) 30 November 2007**.

**If you have any queries concerning your Entitlement or what to do with this Prospectus, please contact:**

Advanced Share Registry Services  
110 Stirling Highway  
Nedlands WA 6009  
Telephone: (618) 9389 8033  
Facsimile: (618) 9389 7871

**Or contact your stockbroker or professional adviser.**

## LETTER FROM THE CHAIRMAN

### Dear Shareholder

In the last 10 months your company has progressed its portfolio of projects and is now at a point where focussed drilling can be undertaken.

You will note our recent placement to sophisticated investors and we would like to extend a similar opportunity to our existing shareholders should they wish to subscribe to new shares at a discounted price of 10c in a renounceable rights issue.

The share entitlement is 2 new shares at 10 cents for each existing 5 shares held. Further, these new shares will include a free option on a 1 for 2 new shares basis, exercisable on or before 30 June 2008.

The funds raised will enable implementation of a definitive drilling program on the Company's key projects.

At Bulga Downs, the gold project continues to advance with drilling approvals in place to infill and potentially increase the Paradise Bore Inferred Mineral Resource and to carry out the exploration at Toucan and Macaw where there is good potential to further increase the inventory. Programs are now in place to complete this work over the next few months.

Additionally, there is potential for hematite and magnetite mineralisation in the extensive iron formations that run through these tenements where grades approaching 55% have been achieved on some of the limited sampling done so far.

Our uranium joint venture in the Yilgarn Avon area enjoys a good land position and has significantly advanced with the development of our new exploration model for the region. Our work program will test a considerable length of prospective palaeochannel.

The core Centre Forrest prospect and surrounding Mortlock JV provides the joint venturers with a key position in an emerging gold-copper district where there are also indications of hard rock uranium prospectivity.

I commend this rights issue to you.

Yours sincerely



---

Gilbert George  
Chairman

## **1.0 DETAILS OF THE ISSUE**

### **1.1 The Issue**

The Company is making a renounceable pro-rata offer of New Shares and New Options to Eligible Shareholders on the basis of 2 New Shares for every 5 Shares held with 1 free attaching New Option for every 2 New Shares subscribed for, offering in total 24,091,387 New Shares at an Application Price of 10 cents per New Share and 12,045,693 free attaching New Options with an exercise price of 20 cents and expiry date of 30 June 2008, to raise approximately \$2.41 million (before Issue costs).

The Application Price represents:

- a 31% discount to the closing price on the last day of trading before the announcement of the Issue; and
- a 39% discount to the 14 day volume weighted average price prior to announcement of the Issue.

There is no minimum subscription. Fractional Entitlements will be rounded up to the nearest whole number of New Shares. For this purpose, holdings in the same name are aggregated for calculation of Entitlements. If the Company considers that holdings have been split to take advantage of rounding, the Company reserves the right to aggregate holdings held by associated Shareholders for the purpose of calculating Entitlements.

No brokerage or stamp duty is payable by Eligible Shareholders on the issue of New Shares and attaching New Options under this Prospectus.

### **1.2 Closing Date**

The Closing Date for acceptance of your Entitlement is 5.00 pm WST on 30 November 2007. The Company reserves the right to cancel the Entitlements Issue at any time prior to allotment.

The Company reserves the right, subject to the *Corporations Act* and the ASX Listing Rules, to close the Offer early, to extend the last date for receipt of Entitlement and Acceptance Forms, or to delay or withdraw the Offer at any time without prior notice, in which case all application monies for New Shares and New Options which have not been issued will be refunded (without interest) as soon as practicable.

### **1.3 Purpose of the Issue**

The Company expects to raise approximately \$2.41 million (before Issue costs) and will use the proceeds as set out in Sections 2 and 3.

### **1.4 Entitlement**

Shareholders who are on the Company's Share Register at the close of business on the Record Date, being 12 November 2007, will receive rights to acquire 2 New Shares for every 5 Shares held at an Application Price of 10 cents per New Share together with 1 free attaching New Option for every 2 New Shares subscribed.

An Entitlement and Acceptance Form setting out your Entitlement to New Shares and attaching New Options accompanies this Prospectus.

### **1.5 Rights Trading**

The Rights Issue is renounceable which means that Eligible Shareholders may sell or transfer all or any part of their Entitlement. That is, you are able to renounce (sell) the whole or any part of your right to subscribe for New Shares under the Issue in order to realise the value (if any) which may attach to that Entitlement (or any part of it). If you decide to renounce (sell) your Entitlement (either in whole or in part) you must do that in accordance with the instructions set out in the accompanying Entitlement and Acceptance Form. If you are in doubt as to the course of action you should or may take, you should consult your professional adviser.

Trading of Entitlements on the ASX is expected to commence on 5 November 2007 and end on 23 November 2007.

Entitlements not accepted by the Closing Date will revert to the Underwriter.

## **1.6 Actions Required by Shareholders**

If you wish to accept the Offer, your acceptance must be made on the Entitlement and Acceptance Form accompanying this Prospectus. Your acceptance must not exceed your Entitlement as shown on that form, and may be for the full amount or part amount of your Entitlement.

## **1.7 What Eligible Shareholders may do**

The number of New Shares and attaching New Options to which Eligible Shareholders are entitled ("**your Entitlement**") is shown on the accompanying Entitlement and Acceptance Form.

If you do not take up your Entitlement, then your percentage holding in the Company will be diluted.

The Rights Issue is renounceable which means that Eligible Participants may sell or transfer all or any part of their Entitlement. That is, as an Eligible Shareholder you may:

- take up all of your Entitlement;
- take up part of your Entitlement;
- allow all or part of your Entitlement to lapse; or
- take up all or part of your Entitlement and sell, transfer or trade all or part of it.

Excluded Foreign Shareholders may not take any of the steps set out below.

Eligible Shareholders may participate in the Offer as follows:

- **If you wish to take up your Entitlement in full:**

If you wish to take up all of your Entitlement, you must complete the accompanying Entitlement and Acceptance Form for New Shares (and attaching New Options) in accordance with the instructions set out in that form.

You must then forward your completed Entitlement and Acceptance Form together with your Application Money to reach the Company's Share Registry by **no later than 5.00 pm WST on 30 November 2007**.

- **If you wish to take up part of your Entitlement:**

If you wish to take up only part of your Entitlement, you must complete the accompanying Entitlement and Acceptance Form for the number of New Shares (and attaching New Options) you wish to take up and attach your cheque or bank draft for that amount.

If you wish to allow part of your Entitlement to lapse, you are not obliged to do anything in relation to that part of your Entitlement. However, Entitlements of Eligible Shareholders are renounceable, which allows Eligible Shareholders to sell or trade some or all of their Entitlement on ASX or sell some or all of their Entitlement to another person.

All Entitlements not accepted will form part of the Shortfall which will be dealt with at the discretion of the Underwriters, in conjunction with the Directors, and those Shareholders whose Entitlements are dealt with as part of the Shortfall will receive no benefit.

It is therefore important that if you do not intend to take up any of your Entitlement but still wish to receive a benefit, you take action to sell your Entitlement. If you are in any doubt as to the action you should take, please consult your professional adviser.

If you wish to sell all or part of your Entitlement through your stockbroker you should complete the section on the back of the Entitlement and Acceptance Form marked "Instructions to your Stockbroker" and lodge the form with your stockbroker. Please note that quotation of Entitlements on the ASX will commence on 5 November 2007. Sale of your Entitlement must be completed by 23 November 2007 when trading of Entitlements ceases.

- **If you wish to transfer part or all of your Entitlements to another person other than on ASX:**

If you wish to transfer all or part of your Entitlements to another person other than on ASX you must forward a completed renunciation form (which you can obtain by contacting the Company) together with the Entitlement and Acceptance Form and the applicable transferee's cheque for the application monies drawn on an Australian Bank cheque or bank draft made payable in Australian currency to "**Mindax Limited – Subscription Account**" and crossed "**Not Negotiable**" for the appropriate application monies.

If the Company receives both the completed renunciation form and the Entitlement and Acceptance Form in respect of those Entitlements, the renunciation will be given effect in priority to the acceptance.

- **If you do not wish to take up any of your Entitlement you are not obliged to do anything:**

If you do not take up any part of your Entitlement under the Issue or trade your Entitlement you will not receive any benefit.

The number of Existing Shares you hold and the rights attaching to those Existing Shares will not be affected if you choose not to accept any of your Entitlement. However, your shareholding in the Company will be diluted by the subsequent issue of the New Shares.

- **If you wish to Apply for Shortfall Shares (and attaching New Options):**

Eligible Shareholders have the opportunity to apply for Shortfall Shares at the issue price of \$0.10 each, together with 1 free attaching New Option for every 2 Shortfall Shares subscribed. The allocation of these additional Shortfall Shares (and attaching New Options), which are New Shares in respect of which Entitlements were not accepted, will be at the discretion of the Underwriter in consultation with the Directors.

If you are an Eligible Shareholder and wish to apply for Shortfall Shares (and attaching New Options) you should complete the Shortfall Application Form which is attached to this Prospectus in accordance with the instructions on the Shortfall Application Form. The completed Shortfall Application Form must be accompanied by a separate cheque or bank draft made payable to "**Mindax Limited – Subscription Account**" and crossed "**Not Negotiable**".

To the extent that Shareholders do not take up their Entitlement in full, the resultant Shortfall will be allocated at the discretion of the Underwriter in consultation with the Company and in accordance with the provisions of the Underwriting Agreement. In the event that applications for the Shortfall Shares is unsuccessful, application monies (without interest) will be refunded by the Company in accordance with the provisions of the *Corporations Act*. Neither the Company nor the Underwriter guarantees that you will receive any securities applied for in the Shortfall.

#### **1.7.1 Shortfall Applications from General Public**

The Company will accept applications for Shortfall Shares from the general public. Any or all allocations of Shortfall will be at the discretion of the Underwriter in consultation with the Company. Neither the Company or the Underwriter guarantees that any applications from the general public will receive an allocation. Unsuccessful applications will be refunded (without interest) in accordance with the provisions of the *Corporations Act*.

## **1.8 Allotment and Application Money**

The Application Price for New Shares and attaching New Options is payable in full on application by a payment of 10 cents per New Share. The accompanying Entitlement and Acceptance Form must be accompanied by a cheque or bank draft for the Application Monies made payable in Australian currency to "Mindax Limited – Subscription Account" and crossed "Not Negotiable" in the enclosed envelope and sent to Advanced Share Registry Services (the Company's Share Registry). Do not send cash. Receipts for payment will not be issued.

You should ensure that sufficient funds are held in relevant account(s) to cover the cheque(s). If the amount of your cheque(s) for Application Money is not sufficient to pay for the number of New Shares (and attaching New Options) you have applied for, you may be taken to have applied for such lower



number of New Shares (and attaching New Options) as your cleared Application Money will pay for or your Application may be rejected.

All acceptance monies are payable in full on return of the Entitlement and Acceptance Form enclosed with this Prospectus.

New Shares and attaching New Options will be issued only after all Application Money has been received and ASX has granted permission for the New Shares and attaching New Options to be quoted. It is expected that New Shares and attaching New Options will be allotted and shareholder statements despatched on 10 December 2007 and trading of the New Shares and attaching New Options on ASX is expected to commence on 11 December 2007.

All Application Money received before New Shares are allotted will be held in a special purpose account. After any Application Money is refunded (if required) and New Shares and attaching New Options are allotted to Applicants, the balance of funds in the account plus any accrued interest will be received by the Company.

If the New Shares and attaching New Options are not quoted by ASX within three months after the date of this Prospectus, the Company will refund all Application Money in full (without interest).

### **1.9 Enquiries**

If you have any questions about your Entitlement please contact the Company's Share Registry, Advanced Share Registry Services, the address and contact details for which are given in the Corporate Directory section located at the beginning of this Prospectus. Alternatively, contact your stockbroker or other professional adviser.

### **1.10 Brokerage**

No brokerage or stamp duty is payable by Shareholders who accept their Entitlement to New Shares.

### **1.11 Underwriting of the Entitlements Issue**

The Entitlements Issue is underwritten by the Underwriter, Patersons Securities Limited. This means that the Underwriter will take up any New Shares and attaching New Options not taken up by the Eligible Shareholders, up to a maximum of 24,091,387 New Shares and 12,045,693 attaching New Options. A summary of the Underwriting Agreement (including the circumstances in which the agreement may be terminated) is set out in Section 5.7.

The total number of underwritten New Shares is 24,091,387 and attaching New Options is 12,045,693 being the total number of New Shares and attaching New Options that could be issued under the Offer based on the total number of Shares on issue as at the date of execution of the Underwriting Agreement (31 October 2007). Accordingly, the number of underwritten New Shares and attaching New Options does not include any New Shares and attaching New Options that may be available to Optionholders who have exercised, or will exercise, their Options before the Record Date.

As at the date of this Prospectus, the Company has on issue 60,228,467 Shares and 26,214,224 listed Options and 700,000 unlisted Employee Options. Optionholders will not be entitled to participate in the Entitlements Issue without first exercising their Options before the Record Date.

### **1.12 Treatment of Overseas Shareholders**

The Company is of the view that it is unreasonable to make the Offer in this Prospectus to shareholders whose registered address as at the Record Date is outside of Australia or New Zealand having regard to:

- the number of shareholders outside these jurisdictions;
- the number and value of the securities that could be offered outside these jurisdictions; and
- the cost of complying with applicable regulations in jurisdictions outside these jurisdictions.

This Prospectus has not been and will not be registered under the securities laws of jurisdictions outside these jurisdictions. Accordingly, no Entitlement and Acceptance Forms will be sent, and no Offer will be

made, to Shareholders with registered addresses as at the Record Date outside these jurisdictions. This Prospectus will be sent to Excluded Foreign Shareholders for information purposes only.

The Company has appointed Patersons Securities Limited to sell the Entitlements which would otherwise accrue to Excluded Foreign Shareholders if there is a viable market in the New Shares and a premium over the expenses of sale can be obtained. The proceeds of sale (if any) will be distributed to the Excluded Foreign Shareholders for whose benefit the New Shares (and attaching New Options) are being sold, after deducting brokerage, commission and other expenses associated with the sale. Neither the Company nor Patersons Securities Limited will be liable for a failure to sell New Shares (and attaching New Options) or to sell New Shares (and attaching New Options) at any particular price.

The Offer to Eligible Shareholders with registered addresses in New Zealand is made in reliance on the Securities Act (Overseas Companies) Exemption Notice 2002 (New Zealand). Members of the public in New Zealand who are not existing Shareholders on the Record Date are not entitled to apply for any New Shares and attaching New Options.

Recipients of this Prospectus may not send or otherwise distribute this Prospectus or the Entitlement and Acceptance Form to any person outside Australia (other than to Eligible Shareholders).

### **1.13 Quotation and Issue of New Shares and Attaching New Options**

No New Shares and attaching New Options will be issued pursuant to this Prospectus until permission is granted by the ASX for quotation of the New Shares and attaching New Options during the relevant time periods set out in the *Corporations Act*. The Company will apply to the ASX on the date of lodgement of this Prospectus for the New Shares and attaching New Options to be granted quotation.

The fact that the ASX may grant official quotation of the New Shares and attaching New Options is not to be taken in any way as an indication of the merits of the Company or the New Shares and attaching New Options now offered for subscription.

### **1.14 Rights attaching to New Shares and New Options**

The New Shares issued under this Prospectus will rank equally in all respects with existing Shares. The terms of the New Options are identical to the Company's existing listed Options. A summary of the important rights attaching to Shares is contained in Section 5.3 and Options is contained in Section 5.4 of this Prospectus.

### **1.15 Risk Factors**

Applicants should appreciate that there are risks associated with any stock market investment, including an investment in the Company. There are general and specific risks which relate directly to the Company's business and are largely beyond the control of the Company and its Directors because of the nature of the business of the Company. These risks may affect the future operating and financial performance of the Company and the value of an investment in the Company. These risk factors are discussed in more detail in Section 4 of this Prospectus.

## 2.0 PURPOSE AND EFFECT OF THE ISSUE

### 2.1 Purpose of the Issue

The proceeds from the Offer will be used to provide general working capital and fund the planned exploration programmes over the Company's uranium, gold, copper and iron ore projects in Western Australia.

The following table indicates where expenditures will be directed subject to appropriate exploration outcomes, consents, permits and other external impacts.

Project	To end 2007 (\$)	To end 2008 (\$)	Total (\$)
<b>Bulga Downs Project</b>	175,000	570,000	745,000
<b>Yilgarn-Avon JV *</b>	70,000	250,000	320,000
<b>Mortlock JV *</b>	70,000	200,000	270,000
<b>Other Exploration</b>	75,000	150,000	225,000
<b>Working Capital **</b>	300,000	550,000	850,000
<b>Total</b>	690,000	1,720,000	2,410,000

Note: \* 50% contribution

\*\* includes costs of Issue

### 2.2 Effect of the Issue

The principal effects of the Entitlements Issue will be to:

- increase the Company's cash reserves by approximately \$2.41 million, (before taking into account the costs of the Issue);
- provide the Company with additional capital for the purposes referred to in Section 2.1 and Section 3;
- increase the total number of issued Shares and Options (refer to Section 2.3); and
- dilute the equity of existing Shareholders who do not wish to participate in the Issue, as is demonstrated in Section 2.3.

Proforma consolidated historical financial information summarising the effects of the Issue is provided in Section 2.4.

### 2.3 Effect of the Issue on Capital Structure

The ultimate effect of the Issue on the Company's capital structure is dependent on whether Optionholders elect to exercise Options prior to the Record Date. Set out below, for illustrative purposes only, is the existing capital structure (as at the date of this Prospectus) together with the impact of the Issue of New Shares.

<b>Ordinary Shares</b>	<b>Number</b>
Number of Shares on issue at the date of this Prospectus	60,228,467
New Shares offered pursuant to this Prospectus	24,091,387
<b>Total Issued Capital post Issue</b>	<b>84,319,854</b>

In addition the Company has on issue the following Options to purchase Shares as at the date of this Prospectus:

<b>Number</b>	<b>Exercise Price \$</b>	<b>Expiry Date</b>
<b>Listed Options:</b> 26,214,224	\$0.20	30 June 2008
<b>Unlisted Employee Options:</b> 700,000	\$0.25	21 December 2008

Under the terms of the Offer, 1 free New Option will attach to every 2 New Shares subscribed. The New Options will have the same terms and rights as the existing listed Options currently on issue with a 20 cent exercise price and expiry date of 30 June 2008. Assuming no Options currently on issue are exercised, the Offer will result in an additional 12,045,693 New Options with an exercise price of 20 cents and expiry date of 30 June 2008 being issued. On this basis, the total of all Options on issue will then be:

<b>Number</b>	<b>Exercise Price \$</b>	<b>Expiry Date</b>
<b>Listed Options:</b> 38,259,917	\$0.20	30 June 2008
<b>Unlisted Employee Options:</b> 700,000	\$0.25	21 December 2008

If some or all of the Options currently on issue are exercised prior to the Record Date, the Shares issued on such exercise will be eligible to participate in the Issue. Accordingly, the total issued capital of the Company following the Issue may be more than the number shown above but will be no more than 121,999,767 Shares.

### 2.4 Effect of the Issue on the Company's Financial Position

Set out below for illustrative purposes is the historical Consolidated Balance Sheet as at 30 June 2007, as audited by the Company's auditors and a Proforma Consolidated Balance Sheet as at 30 June 2007 incorporating the effect of the Issue.

	30 June 2007 Audited \$	Pro forma Adjustments \$	30 June 2007 (PROFORMA) \$
<b>Current Assets</b>			
Cash & Cash equivalents	990,832	2,652,126	3,642,958
Trade & other receivables	35,857		35,857
Other	17,240		17,240
<b>Total Current Assets</b>	<b>1,043,929</b>		<b>3,696,055</b>
<b>Non-Current Assets</b>			
Property, plant and equipment	155,422		155,422
Exploration & evaluation expenditure	3,565,994		3,565,994
Other non-current assets	4,625		4,625
<b>Total non-current assets</b>	<b>3,726,041</b>		<b>3,726,041</b>
<b>Total Assets</b>	<b>4,769,970</b>		<b>7,422,096</b>
<b>Current Liabilities</b>			
Trade and other payables	107,763		107,763
Borrowings	36,257		36,257
Provisions	17,090		17,090
<b>Total Current Liabilities</b>	<b>161,110</b>		<b>161,110</b>
<b>Non-Current Liabilities</b>			
Borrowings	66,487		66,487
<b>Total Non-Current Liabilities</b>	<b>66,487</b>		<b>66,487</b>
<b>Total Liabilities</b>	<b>227,597</b>		<b>227,597</b>
<b>Net Assets</b>	<b>4,542,373</b>	<b>2,652,126</b>	<b>7,194,499</b>
<b>Equity</b>			
Contributed Equity	6,344,771	2,652,126	8,996,897
Reserves	30,100		30,100
Accumulated losses	(1,832,498)		(1,832,498)
<b>Total Equity</b>	<b>4,542,373</b>	<b>2,652,126</b>	<b>7,194,499</b>

#### Notes to the Proforma Consolidated Balance Sheet

The Proforma balance sheet above has been prepared from the Company's annual financial report for the year ended 30 June 2007, audited by the Company's auditors, as adjusted for the following:

1. Issue of 3,800,000 ordinary fully paid shares at 13 cents per share to raise gross proceeds of \$494,000 (before costs) for working capital, pursuant to a share placement finalized on 26 October 2007.
2. Payment and recognition directly in equity of costs totalling \$27,700 incurred by the Company in relation to the above placement.

3. Issue of a maximum of 24,091,387 ordinary fully paid shares at 10 cents per share to Eligible Shareholders to raise gross proceeds of \$2,409,139 pursuant to the Offer, and assuming that none of the Options currently on issue will be exercised.
4. Payment and recognition directly in equity of costs incurred by the Company in relation to the Offer, estimated to be \$223,313.

Save for the matters described above, no adjustment has been made for events or transactions that have taken place since 30 June 2007.

## **2.5 Market Price of Shares**

The highest and lowest market prices of the Company's Shares on ASX during the 3 months immediately preceding the date of lodgement of this Prospectus with ASIC and the respective dates of those sales were:

Highest: 24.5 cents on 30th October 2007

Lowest: 7.5 cents on 16th August 2007

The latest available market sale price of the Company's Shares on ASX prior to the date of lodgement of this Prospectus with ASIC was 20 cents on 31st October 2007.

## **3.0 COMPANY OVERVIEW AND PROJECTS**

Mindax Limited was listed on the ASX at the end of 2004. The Company is a minerals explorer that has developed a quality portfolio of gold, uranium, copper and iron projects in Western Australia's Yilgarn Craton.

The Company's objective is to achieve a production base through exploration success.

Much of the Company's focus remains on the core Bulga Downs Project area near Sandstone where in addition to the defined gold resource at Paradise Bore there is potential for an iron ore discovery.

The Richardson Ranges that include the Company's gold potential are dominantly iron formations extending over 17 kilometres within Mindax tenements. A small hematite deposit was reported at Mt Richardson, immediately south of Mindax's tenement some fifty years ago. Following early very limited sampling and incidental drill intercept data that indicated hematite and magnetite mineralisation with grades in the 35 to 55% Fe range, the Company has embarked on a program of systematic mapping and sampling to quantify grades and thicknesses and define an exploration drilling campaign. The prospective horizons extend as multiple parallel zones across widths of up to 2 kilometres in range giving the position reasonable tonnage potential.

The Company is maintaining an ongoing gold exploration program in the area. An analysis of possible commercial scenarios has been put in place to guide the exploration of the 36,000 oz Inferred Mineral Resource position at Paradise Bore. The critical steps required to achieve the next project milestone are infill drilling to upgrade the Paradise Bore resource and the completion of exploration at the adjacent Toucan and Macaw prospects to supplement the resource base. Modelling now suggests there is good potential to substantially increase the inventory of open pit recoverable gold within the project area. The approval of Mining Leases and the establishment of a formal relationship with the traditional custodians of the area will facilitate management of the various conservation and heritage issues surrounding the project.

The Yilgarn-Avon Uranium Joint Venture ("YAJV") is between Mindax (as operator) and partner Quasar Resources Pty Ltd (an affiliate of Heathgate Resources Pty Ltd, owner/operator of the Beverley uranium mine in South Australia).

The YAJV's portfolio acquisition in the South West of Australia has been driven by the exploration model of roll front type uranium developing from uranium enriched waters within the palaeodrainages of the region. The YAJV has a commanding land position with 6,700 sq km and with the advantage of a fundamental research impetus through the CRC LEME uranium-in-water project. The next decision point in this program will be to establish the morphology of the palaeochannel and its geochemical profile by an extensive series of reconnaissance drill traverses.

Additionally, the YAJV has an application over the Centre Forest prospect and Mortlock JV near Northam where significant copper-gold mineralisation has been identified and there is potential for significant large tonnage Cu-Au positions analogous to the nearby Boddington deposits. There are also indications of uranium prospectivity in this area. The YAJV has farm in rights over the extensions to this through the Mortlock Joint Venture with Sipa Resources Limited.

## 4.0 RISKS

The New Shares offered under this Prospectus are considered speculative because of the inherent risks associated with the minerals exploration, appraisal, development, production and transport activities of the Company. In addition, there are risks inherent in investing in the share market in general.

The Directors have considered and identified in this section of the Prospectus the critical areas of risk associated with investing in the New Shares. In Section 4.1 below, the specific risk factors associated with uranium and other mineral exploration are addressed. These risk factors have been focused on because the funds raised by this Prospectus will largely be applied in relation to uranium, gold and iron exploration programmes. In Section 4.2 below, the specific risks associated with the Company's business are addressed. In Section 4.3 below, the general risks facing the Company are addressed. The risks identified by the Directors are not exhaustive and potential investors should read this Prospectus in full and seek professional advice if they require further information on material risks in deciding whether to subscribe for New Shares.

The list of risk factors below ought not to be taken as exhaustive of the risks faced by the Company or any of its subsidiaries or by investors in the Company. These factors, and others not specifically referred to below, may in the future materially affect the financial performance of the Company and its subsidiaries and the value of the New Shares. Therefore, the New Shares carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those Shares. Potential investors should consider that the investment in the Company is speculative and should consult their professional advisers before deciding whether to take up part or all of their entitlement and apply for new Shares.

RISK	DESCRIPTION	RISK IMPACT
<b>SECTION 4.1: SPECIFIC RISKS</b>		
<b>URANIUM TENEMENTS</b>	<p>The approval processes for uranium mining are more rigorous than for the mining of other metals, as both Commonwealth and State Government legislation needs to be satisfied. There is a risk that, should economic deposits of uranium be discovered, the necessary government approvals may not be granted, or may be significantly delayed.</p> <p>Mining activity in Australia (and uranium mining in particular) is regulated by State and Federal governments.</p> <p>The Federal Government currently permits the mining and export of uranium under strict international agreements designed to prevent nuclear weapons proliferation. The export of uranium is tightly controlled by the Federal Government through its licensing process and Australian uranium can only be exported to those countries who undertake to use it for peaceful purposes.</p> <p>Although Western Australia currently has no legislation that prohibits uranium mining, there is a State Government policy opposing uranium mining. All mining leases granted since 22 June 2002, have been issued subject to a condition</p>	<p>There can be no assurance that the policies in Western Australia will change in the future and this may adversely affect the long term prospects for the Company's Western Australia Tenements.</p> <p>Complying with the relevant laws and regulations for exploration and mining generally and for uranium exploration and mining in particular may increase the costs of exploring, drilling, developing, constructing, operating and closing mines and other production facilities.</p> <p>Future changes in governments, regulations and policies may have an adverse impact on the</p>

RISK	DESCRIPTION	RISK IMPACT
	<p>prohibiting the mining of uranium. While there is no restriction on the Company exploring and evaluating their uranium prospects, the development of any discovered uranium deposits will be contingent upon a change of Western Australia State Government policy.</p>	<p>Company.</p>
<p><b>EXPLORATION, DEVELOPMENT, MINING AND PROCESSING RISKS</b></p>	<p>The business of mineral exploration, project development and mining by its nature contains elements of significant risk. Ultimate and continuous success of these activities is dependent on many factors such as:</p> <ul style="list-style-type: none"> <li>• the discovery and/or acquisition of economically recoverable ore reserves;</li> <li>• successful conclusions to bankable feasibility studies;</li> <li>• access to adequate capital for project development;</li> <li>• design and construction of efficient mining and processing facilities within capital expenditure budgets;</li> <li>• securing and maintaining title to tenements;</li> <li>• obtaining consents and approvals necessary for the conduct of exploration and mining; and</li> <li>• access to competent operational management and prudent financial administration, including the availability and reliability of appropriately skilled and experienced employees, contractors and consultants.</li> </ul> <p>Adverse weather conditions over a prolonged period can adversely affect exploration and mining operations and the timing of revenues.</p> <p>The West Australian State Government has announced a strategy for sustainable development in the Mid West of the State and as part of that strategy has indicated its intention to place the Bulga Down ranges into an appropriate reserve status (eg conservation park or nature reserve not of Class A) that will facilitate ongoing assessment of both biodiversity and prospectivity with a view to reviewing that status in 3 years in light of increased knowledge at the appropriate time.</p> <p>Whether or not income will result from projects undergoing exploration and development programs depends on the successful establishment of mining operations. Factors including costs, actual mineralisation, consistency and reliability of ore grades and commodity prices affect successful project development and mining operations.</p> <p>Mining is an industry which has become subject to increasing environmental responsibility and liability. The potential for liability is an ever present risk. The use and disposal of chemicals in the mining industry is under constant legislative scrutiny and regulation.</p>	<p>The outcome of the review will not be known for a substantial period of time and may not be favourable to the economic development of the whole or part of the Company's Bulga Downs Project.</p>



RISK	DESCRIPTION	RISK IMPACT
<b>SECTION 4.2: SPECIFIC RISKS: OTHER ACTIVITIES</b>		
<b>SPECIAL OPERATING RISKS</b>	<p>The current and future operations of the Company, including exploration, appraisal and possible production activities may be affected by a range of factors, including:</p> <ul style="list-style-type: none"> <li>• geological conditions;</li> <li>• limitations on activities due to seasonal weather patterns and cyclone activity;</li> <li>• alterations to Joint Venture programs and budgets;</li> <li>• unanticipated operational and technical difficulties encountered in seismic survey, drilling and production activities;</li> <li>• mechanical failure of operating plant and equipment; adverse weather conditions, industrial and environmental accidents, industrial disputes and other force majeure events;</li> <li>• unavailability of aircraft or drilling equipment to undertake airborne electromagnetic and other geological and geophysical investigations;</li> <li>• unexpected shortages or increases in the costs of consumables, spare parts, plant and equipment;</li> <li>• prevention or restriction of access by reason of political unrest, outbreak of hostilities, and inability to obtain consents or approvals.</li> </ul>	
<b>NATIVE TITLE</b>	<p>The <i>Native Title Act 1993 (Cth)</i> recognises and protects the rights and interests in Australia of Aboriginal and Torres Strait Islander people in land and waters, according to their traditional laws and customs. There is significant uncertainty associated with native title in Australia and this may impact on the Company's operations and future plans.</p> <p>Native title can be extinguished by valid grants of land or waters to people other than the native title holders or by valid use of land or waters. It can also be extinguished if the indigenous group has lost their connection with the relevant land or waters. Native title is not extinguished by the grant of mining licences, as they are not considered to be grants of exclusive possession. A valid mining lease prevails over native title to the extent of any inconsistency for the duration of the title.</p> <p>All tenements granted prior to 1 January 1994 are valid or validated.</p> <p>Tenements granted between 1 January 1994 and 23 December 1996 may be invalid if they fail to comply with the Native Title Act or for certain other reasons because of native title. However, such</p>	<p>The right to exploit the Company's projects (other than Bulga Downs) is dependant upon the grant of mining leases which will require the Company to negotiate and agree State Agreements with the State Government and representatives of the holders of native title.</p>

RISK	DESCRIPTION	RISK IMPACT
	<p>invalid tenements may be validated if certain statutory criteria are met.</p> <p>For tenements to be validly granted (or renewed) after 23 December 1996 the special “right to negotiate” regime established by the Native Title Act must be followed.</p> <p>It is important to note that the existence of a native title claim is not an indication that native title in fact exists to the land covered by the claim, as this is a matter ultimately determined by the Federal Court.</p> <p>The Company must also comply with Aboriginal heritage legislation requirements which require heritage survey work to be undertaken ahead of the commencement of mining and exploration operations.</p>	
<b>RESOURCE ESTIMATE</b>	<p>Resource estimates are expressions of judgement based on knowledge, experience and industry practice. Estimates, which were valid when made, may change significantly when new information becomes available. In addition, resource estimates are imprecise and depend to some extent on interpretations, which may prove to be inaccurate.</p>	<p>Should the Company encounter mineralisation or formations different from those predicted by past sampling and drilling, resource estimates may have to be adjusted and mining plans may have to be altered in a way which could have either a positive or negative affect on the Company’s operations, costs and profitability.</p>
<b>TITLE</b>	<p>All the Tenements in which the Company has an interest will be subject to applications for renewal. The first renewal is as of right and thereafter any subsequent renewal of the term of each Tenement is at the discretion of the Minister under the Mining Act 1978 (WA).</p>	<p>If a Tenement is not renewed, the Company may suffer significant damage through loss of the opportunity to discover and/or develop any mineral resources on that Tenement.</p>
<b>SECTION 4.3: OTHER GENERAL RISKS</b>		
<b>LEGISLATIVE CHANGE</b>	<p>Changes in government regulations, policies and the laws may have an adverse effect on the Company’s operations and financial performance. The Directors cannot guarantee that current regulations, policies and laws will not change or impact on the Company’s operations.</p>	<p>Such changes may have an adverse effect on the Company’s operations and financial performance.</p>
<b>GENERAL ECONOMIC CLIMATE</b>	<p>A number of factors outside the control of the Company may impact significantly on the Company, its performance and the price of its shares, including:</p> <ul style="list-style-type: none"> <li>• inflation;</li> <li>• currency fluctuations;</li> <li>• interest rates;</li> <li>• legislative changes;</li> </ul>	<p>The Company’s future income, asset values and share price can be affected by these factors and, in particular, by the market price for any metals and other products that the Company may produce</p>

RISK	DESCRIPTION	RISK IMPACT
	<ul style="list-style-type: none"> <li>political decisions; and</li> <li>industrial disruption.</li> </ul>	and sell.
<b>STOCK MARKET CONDITIONS</b>	<p>Some of the critical market risks which may affect the operations and financial performance of the Company (regardless of the Company's operating performance) are:</p> <ul style="list-style-type: none"> <li>domestic and international competition;</li> <li>competitive pressures forcing market prices lower;</li> <li>fluctuations in commodity prices;</li> <li>market confidence;</li> <li>supply of and demand for money;</li> <li>supply of and demand for uranium and other minerals;</li> <li>terrorism and other hostilities;</li> <li>changes in fiscal, monetary and regulatory policies; and</li> <li>currency exchange rate fluctuations.</li> </ul> <p>The market price of the New Shares when quoted on the ASX will be influenced by these international and domestic factors affecting sentiment and other conditions in equity and financial markets.</p>	<p>These factors may affect (adversely or positively) the prices for listed securities and the prices for the securities of mining companies quoted on the ASX, including the Company.</p> <p>These factors are beyond the control of the Company and the Company cannot to any degree of certainty, predict how they will impact on the Company (if at all).</p>

## 5.0 ADDITIONAL INFORMATION

### 5.1 Nature of the Prospectus

This Prospectus is a transaction specific prospectus issued under section 713 of the *Corporations Act* which allows the issue of a transaction specific prospectus in relation to offers of securities where those securities are of a class which have been quoted for 12 months before the date of that prospectus.

### 5.2 ASX listing

Application will be made on the date of issue of this Prospectus for the New Shares and attaching New Options to be granted Official Quotation by ASX.

If such an application is not made, or Official Quotation of the securities is not granted by ASX within 3 months of the date of issue of this Prospectus, then all application monies received pursuant to this Prospectus will be repaid as soon as practicable, without interest.

The Company participates in CHESS and will despatch holding statements in lieu of share and option certificates that set out the number of New Shares and attaching New Options issued to each successful Applicant under this Prospectus.

It is the responsibility of Applicants to determine their allocation before trading in the New Shares and attaching New Options. Applicants who sell New Shares and attaching New Options before they receive their statement do so at their own risk.

### 5.3 Rights attaching to New Shares

The Company is incorporated in Australia and is subject to the Australian *Corporations Act*. As a company listed on the ASX, Mindax is also regulated by the ASX Listing Rules.

The rights attaching to ownership of Shares (including New Shares) are:

- described in the Constitution; and
- regulated by the *Corporations Act* (“**the applicable law**”); and

- regulated by the ASX Listing Rules and the general law.

The New Shares to be issued pursuant to this Prospectus will rank *pari passu* with all other Shares presently on issue. The following is a broad summary (though not necessarily an exhaustive or definitive statement) of the rights attaching to all shares:

**(a) Voting Rights**

Shareholders of the Company are entitled to receive notice of each general meeting and to be present and to speak at that general meeting.

Subject to any rights or restrictions for the time being attached to any class or classes of shares including any restrictions imposed by ASX Listing Rules, at a general meeting:

- (i) each member entitled to vote may vote in person or by proxy or by representative;
- (ii) on a show of hands, every person present who is a shareholder or a proxy, representative or attorney of a shareholder has one vote;
- (iii) on a poll, every person who is a shareholder or a proxy, representative or attorney of a shareholder present has one vote for each share held;
- (iv) on a poll, every person who is a shareholder of partly paid shares, of which there are none on issue, will have proportional voting rights equal to the proportion which the amount paid bears to the total issue price of the share; and
- (v) where a member has appointed two proxies, neither of those proxies may vote on a show of hands.

**(b) Notices**

Each shareholder will be entitled to receive all notices, accounts and other documents required to be furnished to shareholders under the Constitution of the Company, the applicable law and ASX Listing Rules.

**(c) Dividend Rights**

The Directors may declare and authorise for distribution from the profits of the Company a dividend to be distributed to shareholders according to their respective rights and interests, including authorisation and distribution of an interim dividend. Subject to the terms of issue of shares the Company may pay a dividend on one class to the exclusion of another class of shares. Each share on which the Directors resolve to pay a dividend carries the right to participate in the same proportion that the amount for the time being paid bears to the total issue price of the share except that amounts paid in advance of calls and amounts credited but not actually received are ignored.

The Directors, with the approval of an ordinary resolution at general meeting, may adopt and implement any number of plans on terms they determine by which a shareholder may elect to receive shares as, or instead of, dividends.

**(d) Rights on Winding Up**

Subject to the rights of holders of shares with special rights (at present there are none), if the Company is wound up, the liquidator may, at its discretion and with the authority of a special resolution and any other sanction required by the applicable law:

- divide the assets of the Company among the members in kind;
- for that purpose fix the value of assets and decide how the division is to be carried out as between the members and different classes of members;
- vest assets of the Company in trustees of any trusts for the benefits of members as the liquidator thinks appropriate.

**(e) Transfer of Shares**

Subject to the Constitution, the applicable law and the ASX Listing Rules, Shares in the Company are freely transferable.

**(f) Future Issues**

Subject to the Constitution, the applicable law and the ASX Listing Rules, the Directors may allot, issue or grant options over, or otherwise deal with the unissued shares in the Company at the times and on the terms and conditions that the Directors think proper and a share may be issued with preferential, deferred, qualified or special rights, privileges or conditions or restrictions including, but not limited to, restrictions in regard to dividends, voting or return of capital as the Directors from time to time determine.

**(g) Alterations of Capital**

The shareholders by ordinary resolution in general meeting may increase the Company's share capital, consolidate and divide all or any of its share capital, sub-divide its shares into smaller amounts or cancel shares.

The shareholders may by special resolution reduce the Company's share capital.

**(h) Variation of Rights**

Subject to the Constitution and the applicable law, unless otherwise provided by the terms of issue of shares of a certain class (at present there are no such shares), the rights attached to shares of that class may, whether or not the Company is being wound up, from time to time be varied, modified or abrogated either with the consent in writing of the holders of three quarters of the issued shares of the relevant class, or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of that class.

**(i) Alteration of Constitution**

The Constitution can only be amended by a special resolution (that is, a resolution that has been passed by at least three-quarters of the votes cast by shareholders entitled to vote on the resolution). While the Company is listed, at least 28 days written notice of the special resolution must be given.

Full details of the rights attaching to Shares are set out in the Constitution, a copy of which can be inspected, free of charge, at the registered office of the Company, at 21 Teddington Road, Burswood Western Australia during normal business hours.

**5.4 Terms and Conditions of New Options**

- (a) Each New Option entitles the holder to subscribe for and be allotted one ordinary Share in the capital of the Company. The exercise price is 20 cents per New Option ("**Exercise Price**").
- (b) The New Options are exercisable at any time prior to 5.00p.m. WST on 30 June 2008 (the "**Expiry Date**"), by notice in writing to the Directors accompanied by payment of the Exercise Price.
- (c) The New Options are transferable, and an application will be made to the ASX for Official Quotation of the New Options.
- (d) Shares will be allotted and issued pursuant to the exercise of New Options not more than 10 business days after receipt of a properly executed notice of exercise and payment of the requisite application moneys.
- (e) Shares issued upon exercise of the New Options will rank pari passu in all respects with the Company's Shares. The Company will apply for Official Quotation by ASX of all Shares issued upon the exercise of New Options within 3 business days after the date of allotment of those Shares.
- (f) There are no participating rights or entitlements inherent in the New Options and Optionholders will not be entitled to participate in new issues of capital offered or made to the Shareholders during the currency of the New Options. However, the Company will send a notice to each Optionholder at least 10 business days before the record date for any proposed issue of capital. This will give Optionholders the

opportunity to exercise their New Options prior to the date for determining entitlements to participate in any such issue.

- (g) There are no rights to a change in the exercise price, or in the number of shares over which the New Options can be exercised, in the event of a bonus issue by the Company prior to the exercise of any New Options.
- (h) In the event of any reorganisation of the issued capital of the Company on or prior to the Expiry Date, the rights of an Optionholder will be changed to the extent necessary to comply with the applicable ASX Listing Rules at the time of the reorganisation.
- (i) The Company will, at least 20 business days before the Expiry Date, send notices to the Optionholders stating the name of the Optionholder, the number of New Options held, the number of Shares to be issued on exercise of the New Options, the exercise price, the due date for payment of the exercise price, and the consequences of non-payment.

## **5.5 Indemnification of Directors**

To the extent permitted by law, the Company indemnifies every person who is or has been an officer of the Company and against reasonable legal costs incurred in defending an action for a liability incurred or allegedly incurred by the person as an officer of the Company.

## **5.6 Taxation**

The Directors consider that it is not appropriate to give advice regarding the taxation consequences associated with the acquisition, or the subsequent disposal of Entitlements or New Shares or New Options subscribed for under this Prospectus. The Directors recommend that all Eligible Shareholders consult their own professional tax advisers.

## **5.7 Material Contracts**

### **Underwriting Agreement**

The Company has entered into an Underwriting Agreement with the Underwriter dated 31 October 2007 pursuant to which the Underwriter has agreed to underwrite the subscription of up to 24,091,387 New Shares and 12,045,693 New Options ("**Underwritten Securities**") under the terms and conditions contained in the Underwriting Agreement.

The key terms and conditions of the Underwriting Agreement are described below.

### **Relief from Underwriting Obligations**

The Underwriter may terminate its underwriting obligations under the Underwriting Agreement if:

- any of the S&P ASX 200 Index or the S&P 300 Index as published by the ASX is at any time after the date of the Underwriting Agreement 10% or more below its respective level as at the close of business on the business day prior to the date of the Underwriting Agreement;
- the closing price of the Shares of the Company as quoted by the ASX, is less than 10 cents for any 2 consecutive business days;
- the Company does not lodge this Prospectus on the Lodgement Date or the Prospectus or the Offer is withdrawn;
- the Company does not provide at the Company's expense, within 7 days of the Lodgement Date, 20 copies of the Prospectus to the Underwriter, and as many additional copies of the Prospectus prior to the Closing Date as the Underwriter might from time to time require for the purposes of the Issue;
- official quotation has not been granted by the date of the shortfall notice deadline or, having been granted, is subsequently withdrawn, withheld or qualified;
- circumstances arise whereby the Underwriter forms the view on reasonable grounds that the Company should lodge a supplementary prospectus, and the Company does not do so, or the Company lodges a supplementary prospectus without the Underwriter's prior written agreement;
- this Prospectus does not contain all of the information that investors and their advisers would reasonably require to make an informed assessment of the assets and liabilities, financial position

and performance, profits and losses and prospects of the Company, and the rights and liabilities attaching to the Underwritten Securities;

- this Prospectus is found to contain any statement that is (or becomes) misleading or deceptive or likely to mislead or deceive, or there is an omission from the Prospectus, or if the issue of the Prospectus is or becomes misleading or deceptive or likely to mislead or deceive;
- the Company is prevented from allotting the Underwritten Securities within the time required by the Underwriting Agreement, the *Corporations Act*, the ASX Listing Rules, any statute, regulation or order of a court of competent jurisdiction by ASIC, ASX or any court of competent jurisdiction or any governmental or semi-governmental agency or authority;
- any person (other than the Underwriter), who has previously consented to the inclusion of its, his or her name in the Prospectus, withdraws their consent to having their name included in the Prospectus;
- ASIC makes an application for an order under section 1324B or any other provision of the *Corporations Act* in relation to the Prospectus which has not been withdrawn or dismissed at the date of the shortfall notice deadline;
- ASIC gives notice of its intention to hold a hearing under section 739 of the *Corporations Act* or any other provision of the *Corporations Act* in relation to the Prospectus to determine if it should make a stop order in relation to the Prospectus, or ASIC makes an interim stop order in relation to the Prospectus;
- the Takeovers Panel makes a declaration that circumstances in relation to the affairs of the Company are unacceptable circumstances under Pt 6.10 of the *Corporations Act*, or an application for such a declaration is made to the Takeovers Panel;
- there is an outbreak of hostilities or a material escalation of hostilities (whether or not war has been declared) after the date of this agreement involving one or more of Australia, New Zealand, Indonesia, Japan, Russia, the United Kingdom, the United States of America, India, Pakistan, or the Peoples Republic of China, Israel or any member of the European Union, or a terrorist act is perpetrated on any of those countries or any diplomatic, military, commercial or political establishment of any of those countries anywhere in the world;
- any authorisation which is material to anything referred to in the Prospectus is repealed, revoked or terminated or expires, or is modified or amended in a manner unacceptable to the Underwriter;
- a director or senior manager of the Company or a subsidiary of the Company is charged with an indictable offence..

Further, if, any of the following events has, is likely to have, or together have, or are likely to have, a Material Adverse Effect or could give rise to a liability of the Underwriter under the *Corporations Act*, the Underwriter is entitled to terminate the Underwriting Agreement:

- default or breach by the Company under the Underwriting Agreement of any term, condition, covenant or undertaking;
- any representation, warranty or undertaking given by the Company in the Underwriting Agreement is or becomes untrue or incorrect;
- a contravention by the Company or any of its subsidiaries of any provision of its Constitution, the *Corporations Act*, the ASX Listing Rules or any other applicable legislation or any policy or requirement of ASIC or ASX;
- an event occurs which gives rise to a Material Adverse Effect or any adverse change or any development including a prospective adverse change after the date of the Underwriting Agreement in the assets, liabilities, financial position, trading results, profits, forecasts, losses, prospects, business or operations of the Company or any subsidiary of the Company including, without limitation, if any forecast in the Prospectus becomes incapable of being met or in the Underwriter's reasonable opinion, unlikely to be met in the projected time;
- it transpires that any of the due diligence review or any part of the verification material for the Prospectus was false, misleading or deceptive or that there was an omission from them;
- a "new circumstance" as referred to in section 719(1) of the *Corporations Act* arises that is materially adverse from the point of view of an investor;
- without the prior approval of the Underwriter a public statement is made by the Company in relation to the Offer, the Issue or the Prospectus;
- any information supplied at any time by the Company or any person on its behalf to the Underwriter in respect of any aspect of the Offer or the Issue or the affairs of the Company or any of its subsidiaries is or becomes misleading or deceptive or likely to mislead or deceive;
- the official quotation is qualified or is conditional other than upon the allotment of the New Shares (and attaching New Options);
- there is introduced, or there is a public announcement of a proposal to introduce, into the Parliament of Australia or any of its States or Territories any Act or prospective Act or budget or the Reserve

- Bank of Australia or any Commonwealth or State authority adopts or announces a proposal to adopt any new, or any major change in, existing, monetary, taxation, exchange or fiscal policy;
- a Prescribed Occurrence (as defined in the Underwriting Agreement) occurs;
  - the Company suspends payment of its debts generally;
  - an Event of Insolvency (as defined in the Underwriting Agreement) occurs in respect of the Company or any of its subsidiaries;
  - a judgment in an amount exceeding \$25,000 is obtained against the Company or any of its subsidiaries and is not set aside or satisfied within 7 days;
  - litigation, arbitration, administrative or industrial proceedings are after the date of the Underwriting Agreement commenced or threatened against the Company or any of its subsidiaries, other than any claims foreshadowed in this Prospectus;
  - there is a change in the composition of the Board or a change in the senior management of the Company before the date of allotment of the last of the New Shares without the prior written consent of the Underwriter;
  - there is a material change in the major or controlling shareholdings of the Company or any of its subsidiaries or a takeover offer or scheme of arrangement pursuant to Chapter 5 or 6 of the *Corporations Act* is publicly announced in relation to the Company or any of its subsidiaries;
  - there is a delay in any specified date in the Prospectus timetable which is greater than 3 Business Days;
  - a Force Majeure affecting the Company's business or any obligation under the Underwriting Agreement lasting in excess of 7 days occurs;
  - the Company or any of its subsidiaries passes or takes any steps to pass a resolution under section 254N, section 257A or section 260B of the *Corporations Act* or a resolution to amend its Constitution without the prior written consent of the Underwriter;
  - the Company or any of its subsidiaries alters its capital structure or business operations in any manner not contemplated by this Prospectus;
  - any material contract as disclosed in the due diligence report is terminated or substantially modified;
  - any person is appointed under any legislation in respect of companies to investigate the affairs of the Company or any of its subsidiaries;
  - a suspension or material limitation in trading generally on ASX occurs or any material adverse change or disruption occurs in the existing financial markets, political or economic conditions of Australia, Japan, the United Kingdom, the United States of America or other international financial markets; or
  - the Company is removed from the Official List of the ASX or the Shares become suspended from Official Quotation by the ASX and that suspension is not lifted within 24 hours following such suspension.

Material Adverse Effect is defined in the Underwriting Agreement as:

- (a) a material adverse effect on the outcome of the Offer or on the subsequent market for the New Shares,
- (b) a material adverse effect on the assets, condition, trading or financial position, performance, profits and losses, results, prospects, business or operations of the Company and its Subsidiaries either individually or taken as a whole; or
- (c) the Underwriter's obligations under the Underwriting Agreement becoming materially more onerous than those which exist at the date of the Underwriting Agreement; or
- (d) a material adverse effect on the tax position of either the Company and its Subsidiaries either individually or taken as a whole, or an Australian resident shareholder in the Company.

### **Representations, warranties and undertakings**

The Company makes certain representations, warranties and undertakings to the best of its knowledge and belief to the Underwriter including (without being exhaustive):

- compliance with the *Corporations Act*, any legally binding requirement of ASIC or ASX in all material respects and compliance with the ASX Listing Rules; and
- no breach of material agreements;
- legal compliance of the Prospectus;



- correctness and completeness of information provided.

### **Underwriting Fee**

Under the Underwriting Agreement, the Company must pay the Underwriter an underwriting fee of 4% of the underwritten amount of \$2,409,139 at the time of issue of the Shortfall Shares.

In addition to the underwriting fee, the Company must pay to the Underwriter a corporate advisory fee of \$60,000 and a management fee of 1% of the underwritten amount.

### **Appointment of Patersons Securities Limited as Nominee for Entitlements**

In accordance with the *Corporations Act 2001* (Cth), the Excluded Foreign Shareholders' entitlements under the Issue are required to be sold on behalf of the Excluded Foreign Shareholders and the net proceeds, (if any), proportionally remitted to them.

The Company has appointed Patersons Securities Limited to act as the nominee to whom the Entitlements will be issued and sold on behalf of the Excluded Foreign Shareholders.

The terms of this appointment are set out below:

Entitlements which would otherwise be issued to Excluded Foreign Shareholders will be issued to Patersons Securities Limited ("**Patersons**") for and on behalf of the Excluded Foreign Shareholders for sale. This issue will occur in accordance with the terms and conditions disclosed in the Prospectus;

- Patersons will endeavour to sell the Entitlements issued to them as nominee as soon as practicable, but in any event within the time period the Entitlements are to be traded as outlined in the Prospectus;
- Patersons are authorised to sell some or all of the Entitlements and at differing prices and the prices attained will be at the sole and absolute discretion of Patersons. Patersons does not guarantee that the Entitlements will be sold at any given price;
- Patersons will be able to procure buyers of the Entitlements at its sole and absolute discretion (including acting in the capacity of principal or procuring buyers from its directors and /or staff);
- Brokerage of 1.00% and applicable GST will be charged by Patersons on the total dollar value of Entitlements sold;
- Patersons will remit the net proceeds (i.e. the total Entitlements sale proceeds less brokerage and applicable GST) to the Company for its ultimate pro rata distribution to the Excluded Foreign Shareholders. Patersons will not, and not be required to, individually remit any funds to, or correspond on any matter with, any of the Excluded Foreign Shareholders;
- If, in Patersons' reasonable opinion, there is not a viable market for some or all of the Entitlements or a surplus over the expenses of a sale cannot be obtained for the Entitlements that would have been granted to the Excluded Foreign Shareholders, the Entitlements will be allowed to lapse and they will form a part of the shortfall to be taken up in accordance with the Underwriting Agreement, and
- The Company agrees to take full responsibility for and to unconditionally and irrevocably indemnify and keep indemnified and hold harmless Patersons together with its associates and related companies, its directors, agents and staff against any and all liabilities, losses (including loss of profit or losses or costs incurred in preparation for or involvement in connection with any prosecution, investigation, enquiry or hearing by the ASIC, the ASX or any governmental authority or agency), demands, damages, penalties, proceedings (whether civil or criminal), costs, fees or expenses (including legal costs on a full indemnity basis) of any kind whatsoever which may be incurred, suffered, paid or liable to be paid by an Indemnified Party in any jurisdiction directly or indirectly arising out of or in respect of Patersons role of acting as nominee as detailed herein.

## **5.8 Privacy**

Applicants for New Shares (and attaching) New Options will provide personal information to the Company and the Share Registry. Company laws and tax laws require some of the information to be collected and kept. The Company will collect, hold and use the information provided by Applicants to process applications and to administer investments in the Company.

If the information requested in the Entitlement and Acceptance Form is not provided, the Company and the Share Registry may not be able to process the relevant Application.

The Company may disclose personal information for purposes related to shareholders' investments to the Company's agents and service providers. The types of agents and service providers that may be provided with personal information and the circumstances in which personal information may be shared are:

- the Share Registry for ongoing administration of the shareholder register,
- printers and other companies for the purpose of preparation and distribution of statements and for handling mail;
- the Underwriter to confirm applications; and
- legal and accounting firms, auditors, contractors, consultants and other advisers for the purpose of administering, and advising, on the Shares and for associated actions.

The Company complies with its legal obligations under the Privacy Act 1988 (Cth).

Shareholders may request access to their personal information held by (or on behalf of) the Company, and may be required to pay a reasonable charge to the Share Registry in order to access this personal information. Request for access to personal information should be made by writing to or telephoning the Share Registry as follows:

Advanced Share Registry Services  
110 Stirling Highway  
Nedlands WA 6009  
Telephone: (08) 9389 8033  
Facsimile: (08) 9389 7871

## **5.9 Consents and Interests of Parties**

Each of the parties referred to in this section does not make, or purport to make, any statement in this Prospectus other than as specified in this section and to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any part of this Prospectus other than the reference to its name or a statement included in this Prospectus with the consent of that party as specified in this section.

Patersons Securities Limited has given, and at the time of lodgement of this Prospectus (including any electronic version) , has not withdrawn its consent to being named as Lead Manager and Underwriter to the offer of securities under this Prospectus, in the form and context in which Patersons Securities Limited was not involved in the preparation of any part of this Prospectus. Patersons Securities Limited makes no express or implied representation or warranty in relation to the Company, this Prospectus or the Offer and does not make any statement in this Prospectus, nor is any statement in it based on any statement made by Patersons Securities Limited. To the maximum extent permitted by law, Patersons Securities Limited expressly disclaims and takes no responsibility for any material in, or omission from, this Prospectus other than the reference to its name.

Advanced Share Registry Services has given and, as at the date hereof, has not withdrawn, its written consent to be named as Share Registrar in the form and context in which it is named. Advanced Share Registry Services has had no involvement in the preparation of any part of the Prospectus other than being named as Share Registrar to the Company. Advanced Share Registry Services has not authorised or caused the issue of, and expressly disclaims and takes no responsibility for any part of this Prospectus.

Salter Power has given and not before the date of this Prospectus withdrawn its consent to being named in this Prospectus in the form and context in which their name has been included. Salter Power has not caused the issue of or in any way authorised this Prospectus and takes no responsibility for the issue of this Prospectus.

BDO Kendalls Audit & Assurance (WA) Pty Ltd has given and not before the date of this Prospectus withdrawn its consent to being named in this Prospectus in the form and context in which their name has been included. BDO Kendalls Audit & Assurance (WA) Pty Ltd has not caused the issue of or in any way authorised this Prospectus and takes no responsibility for the issue of this Prospectus.

Patersons Securities Limited has agreed to act as Underwriter to the Issue and will receive fees in connection with the Entitlements Issue as described in Section 5.7.

Patersons Securities Limited are entitled to be paid approximately \$60,000 (excluding GST) for advice and assistance in relation to the due diligence and other services related to the Prospectus. Patersons Securities Limited has been or is entitled to be paid approximately \$74,460.48 (excluding GST) in other fees for services to the Company in the previous 2 years.

Salter Power is entitled to be paid approximately \$12,500 (excluding GST) for advice and assistance in relation to the due diligence and other services related to the Prospectus. Salter Power has been paid \$8,000 approximately (excluding GST) in other fees for services to the Company in the previous 2 years.

No expert, nor any firm in which such expert is partner, has or had in the past two years any interest in the promotion or formation of the Company nor have any amounts been paid or agreed to be paid (whether in cash, shares or otherwise) to an expert or to a firm in which an expert is a partner for services rendered by the expert in connection with the promotion of the Company [other than set out below].

The information in this Prospectus that relates to exploration results and Inferred Mineral Resources is based on information compiled by Mr Gregory John Bromley who is a member of the Australasian Institute of Mining and Metallurgy, with more than 5 years experience in the field of activity being reported on.

Mr Bromley is a Director and a full-time employee of the Company and has sufficient experience which is relevant to the style of mineralisation and type of deposit and to the activity which he is undertaking to qualify as a Competent Person as defined in the 2004 Edition of the "Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves". Mr Bromley consents to the inclusion in this Prospectus of the matters based on his information in the form and context in which it appears.

#### **5.10 Directors' authorisation**

Each Director of the Company has given, and has not withdrawn, his or her consent to the lodgement of this Prospectus with ASIC.

#### **5.11 Continuous Disclosure and Documents Available for Inspection**

The Prospectus is issued pursuant to section 713 of the *Corporations Act*.

Section 713 of the *Corporations Act* enables companies to issue transaction specific prospectuses where those companies are and have been for a period of 12 months disclosing entities.

The Company is a "disclosing entity" for the purposes of section 713 of the *Corporations Act*. As such, it is subject to regular reporting and disclosure obligations which require it to disclose to ASX any information of which it is, or becomes, aware concerning the Company and which a reasonable person would expect to have a material effect on the price or value of securities of the Company.

Information that is already in the public domain has not been reported in this Prospectus other than that which is considered necessary to make this Prospectus complete.

The Company will provide a copy of each of the following documents, free of charge, to any person who asks for it prior to the Closing Date:

- (a) the Annual Report, being the annual financial report most recently lodged with ASIC by the Company; and
- (b) any continuous disclosure notices given by the Company after the lodgement of the Annual Report referred to in paragraph (a) above and before the lodgement of this Prospectus with the ASIC.

Such notices are listed below under the heading "Stock Exchange Releases".

Copies of documents lodged with the ASIC in relation to the Company may be obtained from, or inspected at, an office of the ASIC.

Having taken such precautions and having made such enquiries as are reasonable, the Company believes it has complied with the general and specific requirements of ASX (as applicable from time to time throughout the 12 months before the issue of this Prospectus) which required the Company to notify ASX of information about specified events or matters as they arise for the purpose of ASX making that information available to the stock market conducted by ASX.

The Company believes there is no other information that shareholders or investors would reasonably require for the purposes of making an informed assessment of the assets and liabilities, financial position and performance, profits and losses and prospects of the Company and the rights and liabilities attaching to the New Shares under this Prospectus, which has been excluded from a continuous disclosure notice in accordance with the ASX Listing Rules and would reasonably be expected for investors and their professional advisers to find in the Prospectus.

### Stock Exchange Releases

ASX releases of the Company since the Annual Report are listed below:

Date Lodged	Announcement
25 October 2007	Notice of Annual General Meeting (including resolutions for the re-election of Gilbert Charles George as a Director, and ratification of the placement of up to 4,000,000 Shares).
26 October 2007	Completion of placement of 3,800,000 Shares at 13 cents per Share to raise \$494,000 before costs).
29 October 2007	Activities for Quarter ending 30 September 2007.
29 October 2007	Appendix 5B – Mining exploration entity quarterly report.

### 5.12 Interests of Directors

Other than as set out below or elsewhere in this Prospectus, no Director has or had within 2 years before the lodgement of this Prospectus with the ASIC, any interest in;

- (a) the formation or promotion of the Company;
- (b) any property acquired or proposed to be acquired by the Company in connection with its promotion or formation or in connection with the offer of New Shares; or
- (c) the offer of New Shares, other than as ordinary Shareholders,

and no amounts or benefits have been paid or agreed to be paid (in cash or Shares or otherwise) to any Director;

- (a) to induce him or her to become, or to qualify him as a Director; or
- (b) for services rendered by him or her in connection with the promotion or formation of the Company or the offer of New Shares.

The remuneration paid or payable to Directors or their related entities during the past two financial years for which an audited Annual Report has been lodged by the Company with ASX and ASIC preceding the lodgement of this Prospectus with ASIC is set out below:

Director	2007 TOTAL \$	2006 TOTAL \$
Gilbert Charles George	32,700	27,250
Gregory John Bromley	184,345	193,120
Nicholas James Smith	50,585	38,300

Details of the remuneration paid or payable to Directors or their related entity in the years referred to above are set out in the relevant section of the Annual Report in respect of that year which has been lodged by the Company with ASX and ASIC. The Company will provide a copy of this document free of charge to any person on request before the Closing Date.

The Directors are entitled to reasonable travelling, hotel and other expenses incurred by them respectively on or about their performance of their duties as Directors. Subject to the *Corporations Act* and ASX Listing Rules, if a Director is called upon to perform extra duties or make special exertions on behalf of the Company, the Directors may remunerate that Director which may be in addition to or in substitution for their usual Director's fee.

Directors' Share and Option holdings at the date of this Prospectus are:

Director	Ordinary Shares		Options	
	Direct	Indirect	Listed	Unlisted Employee
Gilbert Charles George	1,091,250	300,000	560,625	-
Gregory John Bromley	1	9,178,571	4,639,285	500,000
Nicholas James Smith	-	2,316,000	432,500	-

### 5.13 Estimated Expenses of Issue

The expenses of the Issue (exclusive of GST) are estimated to be approximately \$223,313 made up as follows:

Expenses	\$
Underwriter's and Manager's fees and costs	120,457
Corporate advisory fee	60,000
Legal	12,500
Printing, postage, share registry	6,000
ASX listing fees	15,346
ASIC lodgement fee	2,010
Share registry costs	2,000
Other contingency	5,000
<b>Total estimated expenses</b>	<b>223,313</b>

## 6.0 DIRECTORS' STATEMENT

This Prospectus is issued by Mindax. Its issue was authorised by a resolution of Directors and is signed by Gregory John Bromley on behalf of all Directors.

**Gregory John Bromley**  
Director

31 October 2007

## 7.0 DEFINITIONS

In this Prospectus the following terms and abbreviations have the following meanings, unless otherwise stated or unless the context otherwise requires:

**\$ or AUD** Australian dollar.

**Annual Report** the 2007 Annual Report of the Company as lodged with ASIC and ASX on 25 October 2007.

**Applicant** A person who submits an Entitlement and Acceptance Form.

**Application Money** Money received from Applicants in respect of their Applications.

**Application Price** 10 cents per New Share.

**ASIC** Australian Securities and Investments Commission.

**ASX** ASX Limited (ACN 008 624 691).

**Board** The Directors of the Company from time to time.

**Business Day** Has the meaning ascribed to it in the ASX Listing Rules.

**Constitution** The Constitution of the Company.

**CHESS** Clearing House Electronic Subregister System.

**Closing Date** 30 November 2007 (subject to the right of the Directors to extend this date without notice).

**Company** or **Mindax** Mindax Limited (ACN 106 866 442).

**Corporations Act** *Corporations Act 2001* (Cth).

**Directors** The Directors of the Company in office at the date of this Prospectus.

**Eligible Shareholder** A Shareholder of the Company, as at the Record Date, other than an Excluded Foreign Shareholder.

**Entitlement** The offer of New Shares (and attaching New Options) pursuant to the Issue.

**Entitlements Issue** means the issue pursuant to the Prospectus of 24,091,387 New Shares and 12,045,693 attaching New Options on the basis of 2 New Shares for every 5 Shares held on the Record Date at an issue price of 10 cents per New Share together with 1 free attaching New Option for every 2 New Shares subscribed, to raise approximately \$2.41 million.

**Entitlement and Acceptance Form** The Entitlement and Acceptance Form accompanying this Prospectus that sets out the Entitlements of Shareholders to subscribe for New Shares and attaching New Options pursuant to the Issue.

**Excluded Foreign Shareholders** A Shareholder, as at the Record Date, whose registered address is not situated in Australia or New Zealand.

**Force Majeure** Any act of God, war, revolution, or any other unlawful act against public order or authority, an industrial dispute, a governmental restraint, or any other event which is not within the control of the parties.

**Issue** The offer of New Shares and attaching New Options pursuant to this Prospectus.

**Listing Rules** The Listing Rules of ASX.

**Lodgement Date** 31 October 2007

**Inferred Mineral Resource** is a concentration or occurrence of material of intrinsic economic interest in or on the Earth's crust in such form, quality and quantity that there are reasonable prospects for eventual economic extraction. The location, quantity, grade, geological characteristics and continuity of a Mineral Resource are known, estimated or interpreted from specific geological evidence and knowledge. Mineral Resources are sub-divided, in order of increasing geological confidence, into Inferred, Indicated and Measured categories.

**Issue** The offer of New Shares and attaching New Options pursuant to this Prospectus.

**Listing Rules** The Listing Rules of ASX.

**Lodgement Date** 31 October 2007

**M** Million.

**New Shares** Shares to be issued under this Prospectus.

**New Options** Options to be issued under this Prospectus.

**Offer** The renounceable pro rata issue pursuant to this Prospectus by the Company of 2 New Shares for every 5 Shares held on the record date at an issue price of 10 cents per New Share together with 1 free attaching New Option for every 2 rights subscribed.

**Option** An option to subscribe for a Share.

**Optionholders** Holders of Options as at the Record Date.

**Prospectus** This Prospectus.

**Record Date** 12 November 2007.

**Securities** Shares and Options in the capital of the Company.

**Share Registry** Advanced Share Registry Services.

**Share** Fully paid ordinary share in the capital of the Company and "**Shareholder**" has a corresponding meaning.

**Shortfall Acceptance Form** The Shortfall Acceptance Form accompanying this Prospectus that Eligible Shareholders who take up their full Entitlement may use to apply for Shortfall Shares (and attaching New Options).

**Shortfall Shares** New Shares for which successful valid applications have not been received by the Closing Date.

**Underwriter** Patersons Securities Limited (ABN 69 008 896 311)

**Underwriting Agreement** An agreement dated 31 October 2007 between the Company and the Underwriter.

References in this Prospectus to Sections are to sections of this Prospectus.



## **CORPORATE DIRECTORY**

### **DIRECTORS**

Gilbert Charles George (Non-Executive  
Chairman)  
Gregory John Bromley (Managing Director)  
Nicholas James Smith (Non-Executive Director)

### **COMPANY SECRETARY**

Angelo Francesca

### **OFFICES**

#### **Registered Office**

21 Teddington Road  
Burswood WA 6100

#### **Principal Office**

Suite 9, 57 Labouchere Road  
South Perth WA 6151

Tel: (61 8) 9474 3266

Fax: (61 8) 9474 3299

### **WEBSITE**

[www.mindax.com.au](http://www.mindax.com.au)

### **LEAD MANAGER AND UNDERWRITER**

Patersons Securities Limited  
Level 23 Exchange Plaza  
2 The Esplanade  
Perth WA 6000  
Telephone: (08) 9263 1111  
Facsimile: (08) 9325 5123  
Email: [corporate.finance@psl.com.au](mailto:corporate.finance@psl.com.au)  
[www.psl.com.au](http://www.psl.com.au)

### **SOLICITORS to the Company**

Salter Power  
Level 2, 6 Kings Park Road  
West Perth, Western Australia 6005

### **AUDITORS**

BDO Kendalls Audit & Assurance (WA) Pty Ltd  
128 Hay Street  
Subiaco WA 6008

### **SHARE REGISTRY**

Advanced Share Registry Services  
110 Stirling Highway  
Nedlands WA 6009

**ASX Code:** MDX



## How to complete the Shortfall Application Form

Please complete all relevant sections of the Shortfall Application Form using BLOCK LETTERS in black ink. Note that photocopies will not be accepted. These instructions are cross-referenced to each section of the Shortfall Application Form.

<p><b>A Name of Applicant</b></p> <p>Write the Applicant's FULL NAME. This must be either an individual's name or the name of a company. Please refer to the bottom of this page for the correct form of registrable title. Applications using the incorrect form of registrable title may be rejected.</p> <p><b>B Name of Joint Applicants or Account Designation</b></p> <p>If JOINT APPLICANTS are applying, up to three joint Applicants may register. If applicable, please provide details of the Account Designation in brackets. Please refer to the bottom of this page for instructions on the correct form of registrable title.</p> <p><b>C Address</b></p> <p>Enter the Applicant's postal address for all correspondence. If the postal address is not within Australia, please specify Country after State.</p> <p><b>D Payment</b></p> <p>Make your cheque, money order or bank draft payable to "Mindax Limited – Subscription Account" in Australian currency and cross it "Not Negotiable". Your cheque, money order or bank draft <u>must</u> be drawn on an Australian bank.</p>	<p>Complete the cheque details in the boxes provided. The total amount must agree with the amount shown in the Shortfall Application Form.</p> <p>Cheques will be processed on the day of receipt and as such, sufficient cleared funds must be held in your account as cheques returned unpaid may not be re-presented and may result in your Application being rejected. Attach your cheque or money order to the Shortfall Application Form. Cash will not be accepted. Receipt for payment will not be forwarded.</p> <p>No interest is payable on Application Monies.</p> <p><b>E Contact Details</b></p> <p>Enter your contact details. These are not compulsory but will assist us if we need to contact you.</p> <p><b>F Declaration</b></p> <p>By completing the Shortfall Application Form, the Applicant will be taken to have made to the Company the declarations and statements therein. The Shortfall Application Form does not need to be signed.</p>
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The Directors of Mindax Limited reserve the right to make amendments to this form where appropriate.

This form may not be used to effect an address change. Please contact Advanced Share Registry Services on +61 8 9389 8033 for an appropriate form.

### Lodgement of Shortfall Application Form

Shortfall Application Forms must be received at the office of Advanced Share Registry Services by no later than 5.00pm (WDST) on 30 November 2007.

Return the Shortfall Application Form with cheque, bank draft or money order attached to:

#### By Mail

Advanced Share Registry Services  
PO Box 1156  
Nedlands 6909  
Western Australia

OR

#### By Hand

Advanced Share Registry Services  
110 Stirling Highway  
Nedlands 6009  
Western Australia

### Privacy Statement

Personal information is collected on this form by Advanced Share Registry Services (ASRS) as registrar for securities issuers (the issuer) for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. Your personal information may be disclosed to our related bodies corporate, to external service companies such as print or mail service providers, or as otherwise required or permitted by law. If you would like details of your personal information held by ASRS, or you would like to correct information that is inaccurate, incorrect or out of date, please contact ASRS. In accordance with the Corporations Act 2001 (Cth), you may be sent material (including marketing material) approved by the issuer in addition to general corporate communications. You may elect not to receive marketing material by contacting ASRS. You can contact ASRS using the details provided on the front of this form.

If you have any enquiries concerning the Shortfall Offer, please contact the Company Secretary of Mindax Limited on +61 8 9486 2333 or Advanced Share Registry Services on +61 8 9389 8033.

### Issue of securities

Any issue and allotment of New Shares and Attaching Options pursuant to this Shortfall Application Form will be at the absolute discretion of the Underwriter in consultation with the Directors. This Shortfall Application Form may be rejected in their absolute discretion. If a Shortfall Application Form is not completed correctly, or if the accompanying payment is for the wrong amount, it may still be accepted. Any decision as to whether to accept or reject a Shortfall Application Form, and how to construe, amend or complete it, shall be final. A Shortfall Application Form will not, however, be treated as having offered to subscribe for more New Shares than is indicated by the amount of the accompanying cheque.

### Correct Forms of Registrable Title

Note that ONLY legal entities are allowed to hold securities. Shortfall Application Forms must be in the name(s) of a natural person(s), companies or other legal entities acceptable to the Company. At least one full given name and the surname is required for each natural person. Shortfall Application Forms cannot be completed by persons under 18 years of age. Examples of the correct form of registrable title are set out below.

Type of Investor	Correct Form of Registration	Incorrect Form of Registration
Individual [use given names in full, not initials]	Mr John Alfred Smith	J A Smith
Company [use the company's full title, not abbreviations]	ABC Pty Ltd	ABC P/L or ABC Co
Joint Holdings [use full and complete names]	Mr Peter Robert Williams & Ms Louise Susan Williams	Peter Robert & Louise S Williams
Trusts [use the trustee(s) personal name(s)]	Mrs Susan Jane Smith <Sue Smith Family A/C>	Sue Smith Family Trust
Minor (a person under the age of 18) [use the name of a responsible adult with an appropriate designation]	Mr John Alfred Smith <Peter Smith A/C>	Master Peter Smith
Partnerships [use the partners' personal names]	Mr John Robert Smith & Mr Michael John Smith <John Smith and Son A/C>	John Smith and Son
Superannuation Funds [use the name of the trustee of the fund]	Jane Smith Pty Ltd <Super Fund A/C>	Jane Smith Pty Ltd Superannuation